

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1999-09-10** | Period of Report: **1999-09-30**  
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FILER

**DEUCALION RESEARCH INC**

CIK: **820295** | IRS No.: **450375367** | State of Incorporation: **ND** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-16534** | Film No.: **99709469**  
SIC: **3550** Special industry machinery (no metalworking machinery)

Business Address  
118 1/2 1ST AVE W  
WILLISTON ND 58801  
7015726680

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or  
15(d) of The Securities Act of 1934

Date of Report (Date of earliest event reported): September 10, 1999 (August 31,  
1999)

DEUCALION RESEARCH, INC.

-----  
(Exact name of registrant as specified in its charter)

North Dakota

0-16534

45-0375367

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(State or other  
jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

6601 E. Grant Road, Suite 101, Tucson, AZ 85715

-----  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (520) 866-5354

118 First Avenue West, Williston, North Dakota

58801

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(Former name or former address, if changed since last report.)

Item 1. Change in Control of Registrant

1. Effective August 31, 1999, pursuant to the terms of a Stock Purchase Agreement (the "Agreement") dated April 20, 1999, between the Company and Michael R. Farley and Forrest L. Metz, Mr. Farley and The Metz Trust, Forrest L. Metz acting as sole Trustee, acquired all the authorized but unissued common stock of the Registrant. The Agreement is reproduced in its entirety herein as Exhibit 10.1. As contemplated by the Agreement, on August 31, 1999, the directors of the Company resigned after appointing Messrs. Farley and Metz to the board of directors. As contemplated by the Agreement, Messrs. Farley and

Metz will call a special meeting of the Company's shareholders to: effect a recapitalization of the Company which may include a reverse stock split of a magnitude not yet determined; change the name of the Company to Digital Fuel, Inc.; appoint independent accountants; and change the domicile of the Company to Delaware. After the reverse stock split and recapitalization, Mr. Farley and the Metz Trust will purchase additional shares of common stock of the Company for \$10,000 and will end up owning 95% of the common stock of the Company. Set forth below are the names of the persons who acquired control of the Registrant and the respective numbers of shares and voting percentage acquired by each.

<TABLE>

<CAPTION>

Name	Number of Shares acquired pursuant to the Agreement	Percent of Class
Michael R. Farley	499,000,000	33.4%
The Metz Trust, Forrest L. Metz as sole Trustee	499,000,000	33.4%
Officers and Directors as a Group	998,000,000	66.9%

</TABLE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DEUCALION RESEARCH, INC.

Date: September 10, 1999

By /s/ Forrest L. Metz

By /s/ Michael R. Farley

Forrest L. Metz  
President

Michael R. Farley  
Chief Executive Officer